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Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

RODEO CREEK GOLD INC.

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Antler Peak Gold Inc.  
☐ Affects Hollister Venture Corporation  
☐ Affects Touchstone Resources Company

Chapter 11

Case No. 13-50301 (MKN)

Jointly Administered

**NOTICE OF CONTRACTS AND  
LEASES TO BE ASSUMED AND  
ASSIGNED TO WATERTON NEVADA  
HOLDINGS, LLC**

Hearing Date: May 2, 2013  
Hearing Time: 1:30 p.m. (PT)  
Place: 300 Las Vegas Blvd.  
Las Vegas, NV 89101

**PLEASE TAKE NOTICE** that on February 25, 2013, Rodeo Creek Gold Inc., Antler Peak Gold Inc., Hollister Venture Corporation and Touchstone Resources Company, as debtors and debtors in possession (the "Debtors"), filed a motion (the "Sale Motion")<sup>1</sup> [Docket No. 16] with the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") seeking entry of (i) an order (the "Bidding Procedures Order"), among other things, (a) approving certain procedures (the "Bidding Procedures") for the solicitation of bids and the

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Motion.

1 conduct of an auction (the "Auction") in connection with the proposed sale (the "Sale") of  
2 substantially all of their assets (the "Acquired Assets") related to the operation of the Hollister  
3 gold mine and the Esmeralda Mill in Nevada, (b) approving the form and manner of notice with  
4 respect to the proposed Sale, the Auction, and the Sale Hearing (as defined below), (c) approving  
5 procedures for the assumption, assignment, and cure of contracts and leases to any purchaser of  
6 the Acquired Assets and/or to resolve any objections thereto and related notices, (d) scheduling a  
7 hearing to approve any such Sale with respect to any bid accepted by the Debtors (the "Sale  
8 Hearing"); and (ii) an order (a) authorizing and approving the Sale with the Successful Bidder  
9 (as such term is defined in the Bidding Procedures), and (b) authorizing and approving the  
10 assumption and assignment of certain executory contracts and unexpired leases in connection  
11 with the Sale.

12 **PLEASE TAKE FURTHER NOTICE** that on March 1, 2013, the Bankruptcy Court  
13 entered the Bidding Procedures Order [Docket No. 67]. On March 29, 2013, the Bankruptcy  
14 Court entered an amended Bidding Procedures Order (the "Amended Bidding Procedures  
15 Order") [Docket No. 286]. The Amended Bidding Procedures Order, among other things,  
16 approved amended Bidding Procedures (the "Amended Bidding Procedures").

17 **PLEASE TAKE FURTHER NOTICE** that in accordance with the Amended Bidding  
18 Procedures Order and the Amended Bidding Procedures, on April 23-24, 2013, the Debtors held  
19 the Auction for the Acquired Assets.

20 **PLEASE TAKE FURTHER NOTICE** that on April 24, 2013, the Debtors filed the  
21 *Notice of (I) Successful Bidder at Auction and (II) Backup Bidder at Auction* [Docket No. 399]  
22 pursuant to which they announced, *inter alia*, that Waterton Global Resource Management, Inc.  
23 ("Waterton") was the Successful Bidder at the Auction.

24 **PLEASE TAKE FURTHER NOTICE** that on April 26, 2013, the Debtors filed the  
25 *Notice of Filing of Proposed Asset Purchase Agreement in Connection with the Sale of the*  
26 *Debtors' Assets* [Docket No. 420] (the "APA Notice"). The form of *Asset Purchase Agreement*  
27 (the "APA"), without schedules, entered into between the Debtors and Waterton was attached to  
28 the APA Notice as Exhibit 1.

1           **PLEASE TAKE FURTHER NOTICE** that pursuant to the Bidding Procedures Order,  
2 by the date that is two (2) business days prior to the Sale Hearing, Waterton must identify with  
3 particularity each Contract and/or Lease (as defined in the Bidding Procedures Order) it wishes  
4 not to assume, or alternatively wishes to assume.

5           **PLEASE TAKE FURTHER NOTICE** that attached hereto is Schedule 2.1(e) to the  
6 APA, which schedule lists each Contract or Lease that will be assumed and assigned to Waterton  
7 (collectively, the “Assumed Contracts”) pursuant to Bankruptcy Code § 365 in connection with  
8 the Sale, and the related Cure Amounts.

9           **PLEASE TAKE FURTHER NOTICE** that, in accordance with the Amended Bidding  
10 Procedures Order, any objections to adequate assurance of future performance of an Assumed  
11 Contract by Waterton must be filed with the Bankruptcy Court by **May 1, 2013 9:00 a.m.**  
12 **(Pacific Time).**

13           **PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the Sale  
14 at the Sale Hearing on **May 2, 2013 at 1:30 p.m. (Pacific Time)** at the United States Bankruptcy  
15 Court for the District of Nevada, Foley Federal Building, 300 Las Vegas Blvd South, Las Vegas,  
16 Nevada 89101, before the Honorable Mike K. Nakagawa, Chief United States Bankruptcy Judge.

17           **PLEASE TAKE FURTHER NOTICE** that this notice is subject to the full terms and  
18 conditions of the Sale Motion, the Bidding Procedures Order (as amended by the Amended  
19 Bidding Procedures Order), and the Amended Bidding Procedures. Free copies of the Sale  
20 Motion, the Bidding Procedures Order (as amended by the Amended Bidding Procedures Order),  
21 the Amended Bidding Procedures, and all other documents filed in these Chapter 11 Cases, may  
22 be obtained by accessing the public website maintained by the Debtors’ court-appointed claims  
23 agent, GCG, Inc., at [www.gcginc.com/cases/rodeocreekgold](http://www.gcginc.com/cases/rodeocreekgold).

24 DATED: April 30, 2013  
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**SCHEDULE 2.1(e)**Assumed Contracts

CONTRACT COUNTER-PARTY	CONTRACT DESCRIPTION	CURE AMOUNT
AECOM	Services Agreement	\$32,086
AMEC ENVIRONMENT & INFRASTRUCTURE INC.	Services Agreement	\$334
NEWMONT EXPLORATION LIMITED	Purchase Agreement	\$0
BARRICK GOLSTRIKE MINES INC	Road Access Permit	\$0
NEWMONT MIDAS OPERATIONS INC	Road Use and Maintenance Agreement	\$0